

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2ND DAY AIR

RECORDATION NO. 30116-A FILED

MAR 07 '12 -9 34 AM

SURFACE TRANSPORTATION BOARD

March 2, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 16, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: FTS International Services, LLC
16850 IH-20
Cisco, TX 76437

A description of the railroad equipment covered by the enclosed document is for twenty-five (25) hopper cars having TILX marks to be re-stenciled with FCTX marks; (see Schedule 1 for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(FR11:002)

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MEMORANDUM OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of December 16, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor" as the assigned Lessor via that certain Purchase Agreement of same date from Trinity Industries Leasing Company) and FTS INTERNATIONAL SERVICES, LLC (formerly known as Frac Tech Services, LLC), a Texas limited liability company (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain rail equipment identified on Schedule I attached hereto, under **Rider Eleven** (11) to Railroad Car Lease Agreement dated as of April 1, 2011, which incorporates by reference that certain Railroad Car Lease Agreement dated as of August 1, 2006 between Lessor and Lessee, as modified by that certain Rental Rate Adjustment Letter dated as of September 29, 2011 (as the same may be further amended, modified, supplemented and or replaced from time to time).

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FTS INTERNATIONAL SERVICES, LLC,
AS LESSEE

By: [Signature]

Name: DAN PATTERSON

Title: CHIEF ACCOUNTING OFFICER

STATE OF TEXAS

) ss:

COUNTY OF TARRANT

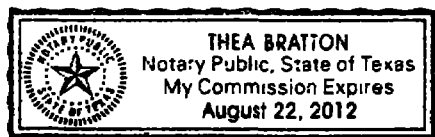
The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Tarrant this 1 day of MARCH, 2012 by DAN PATTERSON, as CHIEF ACCOUNTING OFFICER of FTS INTERNATIONAL SERVICES, LLC, a Texas limited liability company.

[Signature]

Notary Public

My commission expires: 8-22-2012

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION,
AS LESSOR

By: [Signature]
Name: JOHN J. THOMAS
Title: PRESIDENT

STATE OF ILLINOIS
COUNTY OF COOK) ss:

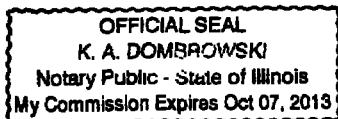
The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this 2nd day of March, 2012 by JOHN J. THOMAS, as PRESIDENT of FIRST UNION RAIL CORPORATION.

[Signature]

Notary Public

My commission expires: 10/7/2013

[Notarial Seal]



SCHEDULE 1

EQUIPMENT

	<u>Current</u> <u>Mark</u>	<u>Current</u> <u>Car No.</u>	<u>New</u> <u>Mark</u>	<u>New</u> <u>Car No.</u>
1	TILX	328756	FCTX	805870
2	TILX	328776	FCTX	805890
3	TILX	328888	FCTX	806002
4	TILX	328889	FCTX	806003
5	TILX	328890	FCTX	806004
6	TILX	328891	FCTX	806005
7	TILX	328892	FCTX	806006
8	TILX	328893	FCTX	806007
9	TILX	328894	FCTX	806008
10	TILX	328895	FCTX	806009
11	TILX	328896	FCTX	806010
12	TILX	328897	FCTX	806011
13	TILX	328898	FCTX	806012
14	TILX	328899	FCTX	806013
15	TILX	328900	FCTX	806014
16	TILX	328901	FCTX	806015
17	TILX	328902	FCTX	806016
18	TILX	328903	FCTX	806017
19	TILX	328904	FCTX	806018
20	TILX	328905	FCTX	806019
21	TILX	328906	FCTX	806020
22	TILX	328907	FCTX	806021
23	TILX	328908	FCTX	806022
24	TILX	328909	FCTX	806023
25	TILX	328910	FCTX	806024